

## EXHIBIT C

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 WEST WACKER DRIVE  
CHICAGO, ILLINOIS 60606-1285

TEL: (312) 407-0700

FAX: (312) 407-0411

www.skadden.com

DIRECT DIAL  
312-407-0610  
EMAIL ADDRESS  
JWHARTON@SKADDEN.COM

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August 7, 2007

**VIA E-MAIL**

William H. Schorling, Esq.  
Buchanan Ingersoll & Rooney, P.C.  
1835 Market St. 14th Floor  
Philadelphia, PA 19103  
william.schorling@bipc.com

RE: In re Delphi Corporation, et al., Case No. 05-44481  
(RDD) / Arkema Inc.'s proposed motion for leave to file  
late claim

Dear Mr. Schorling:

I write on behalf of Delphi Corporation ("Delphi") and its affiliated debtors and debtors-in-possession (Delphi, together with its affiliated debtors and debtors-in-possession, collectively, the "Debtors") to inform you of our position concerning Arkema Inc.'s ("Arkema") proposed Motion For Leave To File Late Claim (the "Motion"). The Debtors are evaluating the Motion and propose the following agreement to preserve the parties' rights while the parties consider whether a consensual resolution to this matter is possible. Under this proposed agreement, the Debtors would agree that they will not assert Arkema's failure to seek leave to file a late claim, during the period from August 3, 2007 until such time that the Debtors, upon thirty days' notice, would inform Arkema in writing of the expiration of such period, as a basis to contest such request for relief. The parties would reserve all rights and defenses, except as stated above, regarding the Motion.

Please advise as to whether your client would agree to this proposal while the Debtors evaluate Arkema's Motion. Please note that this letter is subject to Rule 408 of the Federal Rules of Evidence.

William H. Schorling, Esq.  
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If you have any questions regarding this matter or want to discuss it further, please contact me at (312) 407-0610.

Sincerely,

*/s/ Joseph N. Wharton*

Joseph N. Wharton

cc: Karen J. Craft, Esq.  
John K. Lyons, Esq.